

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE HEARTWARE INTERNATIONAL,
INC. SECURITIES LITIGATION

No. 1:16-cv-00520-LLS

DECLARATION OF DANIEL C. LEWIS

I, DANIEL C. LEWIS, declare as follows:

I am a member of the firm of Shearman & Sterling LLP, counsel for defendants HeartWare International, Inc. (“HeartWare”) and Douglas Godshall in this action. I am a member in good standing of the Bar of the State of New York and I am duly admitted to practice before this Court. I submit this Declaration in order to place before the Court certain documents and information referred to in the Memorandum of Law in Support of Defendants’ Motion to Dismiss the Amended Class Action Complaint.¹

1. Attached hereto as Exhibit 1 is a true and correct copy of the Warning Letter issued to HeartWare by the U.S. Food and Drug Administration (“FDA”), dated June 2, 2014 (*see, e.g.,* Compl. ¶ 7).
2. Attached hereto as Exhibit 2 is a true and correct copy of a transcript of HeartWare’s presentation at the William Blair & Company Growth Stock Conference on June 10, 2014 (*see, e.g.,* Compl. ¶ 190).
3. Attached hereto as Exhibit 3 is a true and correct copy of a transcript of HeartWare’s

¹ The exhibit numbers are the exhibit numbers used in Defendants’ Memorandum of Law in Support of Defendants’ Motion to Dismiss the Amended Class Action Complaint and the Appendix thereto. Also, for each document or conference/conference call for which a transcript is included as an exhibit, if applicable, a parenthetical citation to the Amended Class Action Complaint has been added.

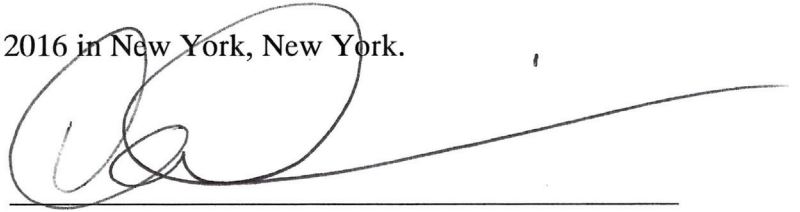
- Second Quarter Earnings Call on July 31, 2014 (*see, e.g.*, Compl. ¶ 62).
4. Attached hereto as Exhibit 4 is a true and correct copy of a transcript of HeartWare's Third Quarter Earnings Call on October 30, 2014 (*see, e.g.*, Compl. ¶ 52).
 5. Attached hereto as Exhibit 5 is a true and correct copy of a transcript of HeartWare's Fourth Quarter Earnings Call on February 26, 2015 (*see, e.g.*, Compl. ¶ 222).
 6. Attached hereto as Exhibit 6 is a true and correct copy of a transcript of HeartWare's First Quarter Earnings Call on April 30, 2015 (*see, e.g.*, Compl. ¶ 73).
 7. Attached hereto as Exhibit 7 is a true and correct copy of a transcript of HeartWare's Second Quarter Earnings Call on July 30, 2015 (*see, e.g.*, Compl. ¶ 245).
 8. Attached hereto as Exhibit 8 is a true and correct copy of a transcript of HeartWare's presentation at the Wells Fargo Healthcare Conference on September 9, 2015 (*see, e.g.*, Compl. ¶¶ 138, 254).
 9. Attached hereto as Exhibit 9 is a true and correct copy of a transcript of HeartWare's presentation at the Canaccord Genuity Medical Technology & Diagnostics Forum on November 19, 2015 (*see, e.g.*, Compl. ¶¶ 164, 277).
 10. Attached hereto as Exhibit 10 is a true and correct copy of an excerpt of HeartWare's Form 10-K, as filed with the Securities and Exchange Commission ("SEC") on March 2, 2015.
 11. Attached hereto as Exhibit 11 is a true and correct copy of a transcript of HeartWare's presentation at the Goldman Sachs Healthcare Conference on June 11, 2015 (*see, e.g.*, Compl. ¶¶ 79, 238).
 12. Attached hereto as Exhibit 12 is a true and correct copy of a transcript of HeartWare's presentation at the Oppenheimer Healthcare Conference on December 10, 2014 (*see, e.g.*,

- Compl. ¶¶ 87, 217).
13. Attached hereto as Exhibit 13 is a true and correct copy of a transcript of HeartWare's presentation at the Barclays Healthcare Conference on March 10, 2015 (*see, e.g.*, Compl. ¶¶ 73, 233).
 14. Attached hereto as Exhibit 14 is a true and correct copy of a transcript of HeartWare's presentation at the Goldman Sachs Healthcare Conference on June 12, 2014 (*see, e.g.*, Compl. ¶¶ 68, 192).
 15. Attached hereto as Exhibit 15 is a true and correct copy of a transcript of HeartWare's presentation at the Raymond James Institutional Investors Conference on March 3, 2015 (*see, e.g.*, Compl. ¶¶ 79, 229).
 16. Attached hereto as Exhibit 16 is a true and correct copy of a transcript of HeartWare's presentation at the Canaccord Genuity Growth Conference on August 13, 2015 (*see, e.g.*, Compl. ¶ 248).
 17. Attached hereto as Exhibit 17 is a true and correct copy of HeartWare's Form 8-K, as filed with the SEC on October 13, 2015 (*see, e.g.*, Compl. ¶ 152).
 18. Attached hereto as Exhibit 18 is a true and correct copy of a transcript of HeartWare's Third Quarter Earnings Call on October 29, 2015 (*see, e.g.*, Compl. ¶¶ 52, 158).
 19. Attached hereto as Exhibit 19 is a true and correct copy of a transcript of HeartWare's presentation at the Credit Suisse Healthcare Conference on November 11, 2015 (*see, e.g.*, Compl. ¶¶ 162, 274).
 20. Attached hereto as Exhibit 20 is a true and correct copy of a transcript of HeartWare's presentation at the JPMorgan Healthcare Conference on January 11, 2016 (*see, e.g.*, Compl. ¶ 168).

21. Attached hereto as Exhibit 21 is a true and correct copy of a transcript of HeartWare's conference call regarding the announced agreement to acquire Valtech Cardio, Ltd. (the "Valtech Transaction Call") on September 1, 2015 (*see, e.g.*, Compl. ¶ 18).
22. Attached hereto as Exhibit 22 is a true and correct copy of HeartWare's Form 8-K, as filed with the SEC on February 26, 2015 (*see, e.g.*, Compl. ¶ 222).
23. Attached hereto as Exhibit 23 is a true and correct copy of a transcript of HeartWare's presentation at the Piper Jaffray Healthcare Conference on December 1, 2015 (*see, e.g.*, Compl. ¶¶ 162, 283).
24. Attached hereto as Exhibit 24 is a true and correct copy of a transcript of HeartWare's presentation at the Canaccord Genuity Medical Technologies & Diagnostics Forum on November 20, 2014 (*see, e.g.*, Compl. ¶¶ 72, 214).
25. Attached hereto as Exhibit 25 is a true and correct copy of a transcript of HeartWare's International Analyst and Investor Meeting on November 5, 2015 (*see, e.g.*, Compl. ¶ 273).
26. Attached hereto as Exhibit 26 is a true and correct copy of HeartWare's Form 8-K, as filed with the SEC on July 20, 2015 (*see, e.g.*, Compl. ¶ 17).
27. Attached hereto as Exhibit 27 is a true and correct copy of a transcript of HeartWare's presentation at the Oppenheimer Healthcare Conference on December 8, 2015 (*see, e.g.*, Compl. ¶ 284).
28. Attached hereto as Exhibit 28 is a true and correct copy of HeartWare's Form 8-K, as filed with the SEC on October 29, 2015 (*see, e.g.*, Compl. ¶ 265).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 30th day of August, 2016 in New York, New York.

A handwritten signature in dark ink, consisting of a large, stylized 'D' followed by a cursive 'L' and 'W'. The signature is written over a horizontal line.

Daniel C. Lewis